Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Republic of the Union of Myanmar
Sr.No. 7779-K
Dated. 8.7.2014
Myanmar Investment Commission

Permit No. 741/2014 Date 8 July 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter U THET LWIN@LIN HTIKE HOKE

(b) Citizenship MYANMAR

(c) Address No. 55, 6th FLOOR, LANTHIT STREET, WARD NO. 3, LANMADAW TOWNSHIP, YANGON

(d) Name and Address of Principle Organization -

(e) Place of incorporation -

(f) Type of Investment Business MANUFACTURING OF GARMENT AND CLOTHINGS ON CMP BASIS

(g) Place(s) at which investment is permitted MYAY TAING BLOCK NO. (INDUSTRIAL ZONE 2), PLOT NO. (2), DAGON SEIKKAN TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US $ 1.2642 MILLION

(i) Period for Foreign Capital Brought in WITHIN ONE YEAR AFTER ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US $ 1.6856 MILLION(INCLUDING US $ 1.2642 MILLION)

(k) Construction Period 1 YEAR

(l) Validity of investment permit 30 YEARS

(m) Form of investment JOINT VENTURE INVESTMENT

(n) Name of Company incorporated in Myanmar TM WINDMILL COMPANY LIMITED

Chairman
The Myanmar Investment Commission

ပုံစံ (၂)

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်

စာအမှတ် ၇၁၁၉-၅

ရက်စွဲ ၈.၇.၂၀၁၄

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

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ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၇၄၁/၂၀၁၄ ၂၀၁၄ ခုနှစ်၊ ဇူလိုင်လ ၈ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် U THET LWIN@LIN HTIKE HOKE

(ခ) နိုင်ငံသား MYANMAR

(ဂ) နေရပ်လိပ်စာ No. 55, 6th FLOOR, LANTHIT STREET, WARD NO. 3, LANMADAV TOWNSHIP, YANGON

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ -

(င) ဖွဲ့စည်းရာအရပ် -

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား CMP စနစ်ဖြင့် အဝတ်အထည်အမျိုးမျိုး ချုပ်လုပ်ခြင်း လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေတိုင်းရပ်ကွက် အမှတ် (စက်မှုဇုန် ၂)၊ မြေကွက်အမှတ် (၂)၊ ဒဂုံမြို့သစ်ဆိပ်ကမ်းမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၁.၂၆၄၂ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၁ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁.၆၈၅၆ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ(နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၁.၂၆၄၂ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် TM WINDMILL COMPANY LIMITED

ဥက္ကဋ္ဌ

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
Building No.(32), Nay Pyi Taw

Our ref : DICA-6(A)/FI-969/2014(7119-K)
Date : 8 July 2014

Tel: 067- 406334, 406075
Fax: 95-67-406333

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing of Garment and Clothings on CMP Basis" under the name of "TM Windmill Company Limited"**

Reference: TM Windmill Company Limited Letter dated (24.2.2014)

1. The Myanmar Investment Commission, at its meeting (15/2014) held on (31-5-2014) had approved the proposal for investment in "Manufacturing of Garment and Clothings on CMP Basis" under the name of "TM Windmill Company Limited" submitted as a Joint Venture between U Thet Lwin @ Lin Htike Hoke (22%), U Kyaw Wai (3%) from the Republic of the Union of Myanmar and Prime Windmill Company Limited (35%), Mr. Somsak Makdam (15%), Mr. Sarun Eiamkriengkrai (10%) from Thailand and Mr. Jason Elton Chan (15%) from Indonesia.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 30 (Thirty) years and extendable for 15 years two times period commencing from the date of the issuance of MIC permit. The term of the Lease Agreement for land and buildings shall be 30 (Thirty) years from the date of signing of this Agreement and extendable for 15 years two times period mutually agreed by U Thet Lwin @ Lin Htike Hoke and TM Windmill Company Limited. At the end of the Lease Agreement for land and buildings, TM Windmill Company Limited shall transfer the leased land and building to U Thet Lwin @ Lin Htike Hoke (lessor) within 3 (three) months in good condition, ground damages have been refilled and repaired.

4. The annual rent for the land and buildings shall be US $ 47,364.45 (United States Dollar forty-seven thousand, three hundred and sixty-four and forty-five cent only) calculated at the rate of US $ 5.50 per square metre per year of the land measuring 8611.718 square metres (2.128 acres). The rate of rent shall be revised in view of prevailing land and building lease rates after 5 (five) years period and increase of the rent shall not be more than 10% of the preceding annual rent.

5. In issuing this "Permit," the Commission has granted the followings exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Prime Windmill Company Limited , Mr. Somsak Makdam, Mr. Sarun Eiamkriengkrai, Mr. Jason Elton Chan shall have to sign the Joint Venture Agreement with U Thet Lwin @ Lin Htike Hoke and U Kyaw Wai. TM Windmill Company Limited shall have to sign the Lease Agreement for land and buildings with U Thet Lwin @ Lin Htike Hoke. After signing the Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. TM Windmill Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. TM Windmill Company Limited shall use its best efforts for timely realization of works stated in the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

9. TM Windmill Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable

events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the investor cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. TM Windmill Company Limited shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and TM Windmill Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency.

16. Whenever TM Windmill Company Limited brings in foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency in the manner stated in paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. TM Windmill Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer

back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. TM Windmill Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. TM Windmill Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. TM Windmill Company Limited shall contribute 2 % of the annual net profit for Corporate Social Responsibility (CSR) as stated in the proposal.

21. After getting permit from Myanmar Investment Commission, TM Windmill Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. TM Windmill Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments and to appoint fire safety officer.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall only be made from export earning (CMP charges) of TM Windmill Company Limited. Commercial Tax shall be levied on sales of reject items.

24. TM Windmill Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

TM Windmill Company Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar

2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Industry
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Electric Power
12. Ministry of Environmental Conservation and Forestry
13. Chairman, CMP Enterprises Supervision Committee
14. Director General, Directorate of Investment and Company Administration
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Director General, Directorate of Trade
19. Director General, Immigration and National Registration Department
20. Director General, Directorate of Labour
21. Director General, Department of Environmental Conservation
22. Director General, Fire Services Department
23. Managing Director, Myanma Foreign Trade Bank
24. Managing Director, Myanma Investment and Commercial Bank
25. Managing Director, Myanma Insurance
26. Managing Director, Myanma Electric Power Enterprise
27. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)